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ALVORD AND ALVORD
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SUITE 301
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

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January 11, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release (Cession), dated as of June 30, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment (Cession) previously filed with the Board under Recordation Number 23138-D.

The names and addresses of the parties to the enclosed document are:

Assignor: National Railroad Passenger Corporation
60 Massachusetts Avenue NE
Washington, DC 20002

Assignee: Wilmington Trust Company
(not in its individual capacity but solely as
Owner Trustee)
Rodney Square North
1100 North Market Street
Wilmington, DE 19801

Indenture Trustee: Manufacturers and Traders Trust Company
(successor to Allfirst Bank)
25 South Charles Street
Baltimore, MD 21202

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

1 locomotive AMTK 659 and High Speed Trainset Number 5 (consisting of 8 cars within the series AMTK 2009 – AMTK 3546) as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Termination and Release (Cession).

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JAN 11 '07

10-15 AM

TERMINATION AND RELEASE
CESSION

SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE dated as of June 30, 2006 (this "Termination") is between NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("Amtrak"), WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("US Lessor") (in its individual capacity "Trust Company") under that certain Trust Agreement (Amtrak Trust HS-EDC-3) dated as of November 1, 2000 between the Owner Participant named therein ("Owner Participant") and the Trust Company, and MANUFACTURERS AND TRADERS TRUST COMPANY, successor to Allfirst Bank, a New York banking corporation, as indenture trustee ("Indenture Trustee") under that certain Trust Indenture and Security Agreement (Amtrak Trust HS-EDC-3), dated as of November 1, 2000 between Indenture Trustee and US Lessor.

W I T N E S S E T H :

WHEREAS, SNC Fintrack Mistral ("Lessor") and Amtrak have entered into that certain Crédit-Bail Agreement, dated September 25, 2000, that certain Lease Supplement dated September 25, 2000, and that certain Lease Supplement No. 2 dated October 31, 2000 (collectively, as amended, supplemented and modified, the "Lease") pursuant to which Lessor leased the railcars described on Annex A hereto (the "Units") to Amtrak;

WHEREAS, Amtrak, US Lessor and Indenture Trustee have entered into that certain Assignment (Cession) dated November 14, 2000 (the "Cession"), which was filed and recorded on November 14, 2000 at 9:38 a.m. with the Surface Transportation Board and has been assigned Recordation Number 23138-D;

WHEREAS, pursuant to the Trust Indenture, US Lessor granted, bargained, sold, assigned, transferred, conveyed, mortgaged, pledged and confirmed to Indenture Trustee a security interest in and a mortgage lien on all estate, right, title and interest of US Lessor in, to and under the Cession as security for certain obligations;

WHEREAS, pursuant to the Omnibus Amendment and Termination Agreement, dated as of June 30, 2006, among Amtrak, Lessor, US Lessor, Indenture Trustee and the other parties thereto, the Lease was terminated and all right, title and interest of Lessor in and to the Units were transferred to US Lessor; and

WHEREAS, on the date hereof, Amtrak, US Lessor and Indenture Trustee have made arrangements satisfactory to each of them to terminate the Cession.

NOW, THEREFORE, Amtrak, US Lessor and Indenture Trustee agree as follows:

Section 1. Termination of the Cession and Release of the Units. The Cession is hereby terminated, and all right, title and interest of US Lessor in and to the Units arising from and through the Cession are hereby terminated and released.

Section 2. Further Assurances. US Lessor and Indenture Trustee hereby agree to execute and deliver to Amtrak, at Amtrak's expense, such additional instruments, notices, or releases as Amtrak may reasonably request to effectuate the foregoing provisions of this Termination.

Section 3. Representations and Warranties. Each of Amtrak, US Lessor and Indenture Trustee represents and warrants that this Termination constitutes its legal and valid obligation, enforceable against it in accordance with its terms. US Lessor has full authority to terminate and release all of its right, title and interest in and to the Cession and to the Units, as provided herein.

Section 4. Counterparts. This Termination may be executed in counterparts and all such executed counterparts shall constitute one and the same agreement.

[Remainder of Page Intentionally Blank]

IN WITNESS WHEREOF, each of Amtrak, US Lessor and Indenture Trustee has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

NATIONAL RAILROAD PASSENGER
CORPORATION

By: Dale M. Stein
Name: Dale M. Stein
Title: Treasurer

WILMINGTON TRUST COMPANY,
not in its individual capacity, except as
otherwise expressly provided, but as Owner
Trustee

By: _____
Name:
Title:

MANUFACTURERS AND TRADERS TRUST
COMPANY,
as Indenture Trustee

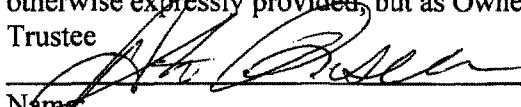
By: _____
Name:
Title:

IN WITNESS WHEREOF, each of Amtrak, US Lessor and Indenture Trustee has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

NATIONAL RAILROAD PASSENGER
CORPORATION

By: _____
Name:
Title:

WILMINGTON TRUST COMPANY,
not in its individual capacity, except as
otherwise expressly provided, but as Owner
Trustee

By: 
Name: Anita Roselli
Title: Senior Financial Services Officer

MANUFACTURERS AND TRADERS TRUST
COMPANY,
as Indenture Trustee

By: _____
Name:
Title:

IN WITNESS WHEREOF, each of Amtrak, US Lessor and Indenture Trustee has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

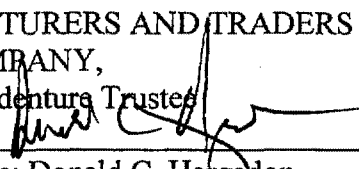
NATIONAL RAILROAD PASSENGER
CORPORATION

By: _____
Name:
Title:

WILMINGTON TRUST COMPANY,
not in its individual capacity, except as
otherwise expressly provided, but as Owner
Trustee

By: _____
Name:
Title:

MANUFACTURERS AND TRADERS TRUST
COMPANY,
as Indenture Trustee

By:  _____
Name: Donald C. Hargadon
Title: Vice President

ACKNOWLEDGED AND AGREED:

EXPORT DEVELOPMENT CANADA

By: 
Name: TALAL KAIROUZ

Title: ASSET MANAGEMENT

By: 
Name: LAURA MILLER
Title: ASSET MANAGEMENT

DISTRICT OF COLUMBIA)
) ss
)

On this 29th day of December, 2006, before me personally appeared Dale M. Stein, to me personally known, who being by me duly sworn, says that he/~~she~~ is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Eiza F. H. [Signature]
Notary Public, DC

My Commission Expires: July 31, 2009

STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

On this 28 day of December, 2006, before me personally appeared Anita Roselli, to me personally known, who, by me being duly sworn, says that he/she is Senior Financial Services Officer of WILMINGTON TRUST COMPANY, that the foregoing instrument was signed on behalf of said Delaware banking corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kimberly E. Faulhaber
Notary Public

My commission expires: KIMBERLY ELIZABETH FAULHABER
Notary Public - State of Delaware
My Comm. Expires April 9, 2007

STATE OF MARYLAND

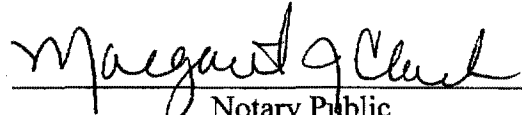
)

) ss.:

CITY OF BALTIMORE

)

On this 27th day of December, 2006, before me personally appeared Donald C. Hargadon, to me personally known, who, being by me duly sworn, says that he/she is a Vice President of MANUFACTURERS AND TRADERS TRUST COMPANY, a New York banking corporation, that said instrument was signed on behalf of said Vice President by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires: 3/1/08

DESCRIPTION OF UNITS

High Speed Electric Locomotive

AMTK 659

High-Speed Trainset Number 5
manufactured by Bombardier
Corporation and Alstom
Transportation Inc., consisting of:

Two (2) Power Cars

AMTK 2009
AMTK 2020

One (1) End Club Car

AMTK 3207

One (1) Bistro Car

AMTK 3305

One (1) End Coach Car

AMTK 3409

Three (3) Coach Cars

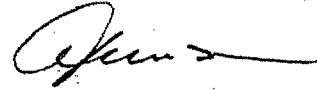
AMTK 3541
AMTK 3543
AMTK 3546

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

1/11/07



Robert W. Alvord